

September 8, 1995

Philip Anschutz  
CEO  
Anschutz Corporation  
555 17th Street  
Suite 2400  
Denver, CO 80202

Dear Phil:

Hope your summer has gone well. I can't believe it passed so quickly! I know yours was hectic with the wedding--trust it went off without a hitch.

I'm writing to let you know that we seem to have hit another wall in our negotiations with SP for Project Thunder. We have budgeted to pay the railroads approximately \$40 per train mile to run our trip over their tracks. In every case, this has been more than sufficient. Unfortunately, SP has asked for \$145 per mile to run the round-trip route between Denver and Winter Park.

I understand from my troops that the mountain grade west of Denver is unique and presents some problems and that the crew costs on a per mile basis are higher than the average, but the per mile rate being requested seems rather high to us and is a cause for serious concern.

My hope is that you can once again intervene on our behalf to ensure that we emerge with a win-win deal. It is our intention to compensate SP fairly for using your track, but I felt that a review by you would be in order.

It's worth stating that we are committed to a lasting and mutually acceptable business relationship, not only with Project Thunder, but with all of our lines of business and we are confident that you can help us reach a mutually beneficial compromise. If there is any other information that you need which would be helpful to you pursuing this quest on our behalf, please don't hesitate to call me.

Sincerely,

Ina Broeman

2046577012